

**ARTICLES OF INCORPORATION  
OF  
THE TANOAN COMMUNITY ASSOCIATION, INC.**

THE UNDERSIGNED, being desirous of forming a non-profit, charitable corporation under the laws of the State of New Mexico, has prepared and hereby adopts the following Articles of Incorporation:

**ARTICLE I**

**Name**

The name of the corporation shall be THE TANOAN COMMUNITY ASSOCIATION, INC.

**ARTICLE II**

**Purposes and Powers**

The corporation is organized for the benefit of the Tanoan Community and is not for profit. Its activities shall be conducted exclusively for the purposes and objectives hereinafter stated, in such a manner that no part of its earnings shall inure to the benefit of any director, officer or individual.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth below. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The purposes for which the corporation is formed are:

A. To promote the health, safety and welfare of the owners and residents of the community and subdivision situate within that addition to the City of Albuquerque, Bernalillo County, New Mexico, which is subject to the Tanoan Community Master Restrictions as they may be amended from time to time, hereafter referred to as "the Community;"

B. To lessen the burdens of the Governments of the City of Albuquerque and County of Bernalillo, New Mexico, by providing and supplementing City and County services with respect to the Community;

C. To erect and maintain streets, footways, structures and walks within the Community;

D. To own, hold and manage all portions of the Community (except for the lots and living units therein), hereinafter called the "Common Areas," for the benefit of the owners and residents of the Community;

E. To perform any and all acts necessary and proper to promote the health, safety and welfare of the owners and residents of the Community and to lessen the burdens of Government with respect thereto, including without limitation, any of the following acts:

1. To provide or supplement municipal or utility services, including garbage and trash collection, fire protection and security or police protection;

2. To establish and collect annual and special assessments or charges to be levied against the lots and living units located within the Community for the purposes of providing such services and maintaining the Common Areas;

3. To enforce the provisions of and perform the duties set forth in the Declaration of Covenants and Restrictions of the Tanoan Community, including any amendments thereto filed for record in the office of the County Clerk of Bernalillo County, New Mexico (the "Declaration");

4. To own, acquire, build, operate and maintain streets, footways, commons, parks, landscaping, parking areas, and utilities located within the Common Areas;

5. To pay taxes, if any, assessed against the Common Areas and to discharge any liens or claims of lien against the Common Areas;

6. To construct and maintain structures or other capital improvements on the Common Areas and to adequately insure same; and

7. To receive, administer and apply funds generated by annual and special assessments for the common benefit of the owners and residents of the Community;

F. To perform all acts and exercise all powers authorized by the Non-Profit Corporation Act, Sections 53-8-1 through 53-8-99, N.M.S.A., 1978 Comp., as now or hereafter amended, and to perform all acts and exercise all powers which a non-profit corporation is authorized to do under all applicable statutes of New Mexico, as now or hereafter amended; and

G. To exercise all powers which the corporation is authorized to exercise pursuant to these Articles of Incorporation primarily for the purposes of acquisition, construction, management, maintenance and care of Common Areas consistent with the provisions of Section 528 of the Internal Revenue Code of 1954, as now or hereafter amended.

The corporation shall neither have nor exercise any power, nor shall it directly or indirectly engage in any activity which would result in its net earnings inuring to the benefit of any private person.

### **ARTICLE III**

#### **Duration**

The existence of the corporation shall be perpetual.

### **ARTICLE IV**

#### **Registered Office and Agent**

The address of the initial registered office of the corporation is 6400 Uptown Blvd., N.E., Suite 200 West, Albuquerque, New Mexico 87110, and the name of its initial registered agent at such address is Bill Chappell, Jr.

### **ARTICLE V**

#### **Board of Directors**

The management of the affairs of the corporation shall be vested in a Board of Directors consisting of not less than three (3) persons each to be elected for one (1) year terms at each Annual Meeting of the Members of the corporation. Directors may be non-members of the corporation. Until the First Annual Meeting of Members, the initial Board of Directors shall consist of the five (5) persons whose names and addresses appear below:

James Smith  
6400 Uptown Blvd. N.E.  
Albuquerque, NM 87110

John Myers  
6400 Uptown Blvd. N.E.  
Suite 200 West  
Albuquerque, New Mexico 87110

Charles Haegelin  
6400 Uptown Blvd. N.E.  
Albuquerque, NM 87110

Sheila Sweenhart  
6400 Uptown Blvd. N.E.  
Albuquerque, NM 87110

Fred Ambrogio  
6400 Uptown Blvd. N.E.  
Albuquerque, New Mexico 87110

### **ARTICLE VI**

#### **Name and Address of Incorporator**

The name and address of the incorporator is as follows:

James Smith  
6400 Uptown Blvd. N.E.  
Albuquerque, NM 87110

### **ARTICLE VII**

#### **Membership and Voting Rights**

A. **Classes of Membership.** The corporation shall have two (2) classes of membership, Class I and Class II.

I. **Class I.** Every person or entity, except the developer of the Tanoan Community, who is the record owner of a fee simple or undivided fee interest in any lot, dwelling unit or project unit subject to the Declaration

filed for record with respect to the community, provided that any person or entity holding such interest as security for the payment of a debt or performance of an obligation shall not be a member. Membership shall be appurtenant to and may not be separated from ownership of any lot, dwelling unit or project unit which is subject to the Declaration.

2. **Class II.** The developer of the Tanoan Community, the Affiliated Mortgage & Development Co., or its successors in interest as developer of the subdivision shall be the only Class II members. The Class II membership shall terminate upon the sale of the last lot owned by it which has been or is subject to annexation into the Tanoan Community.

**B. Voting Rights.**

1. **Class I.** Class I members shall be entitled to votes as follows:

a. Ownership of a lot zoned or designated for a single family through fourplex dwelling or commercial use, whether unimproved or improved - one (1) vote.

b. Ownership of a single lot actually occupied by a duplex, triplex or fourplex - one (1) vote for each separate dwelling unit.

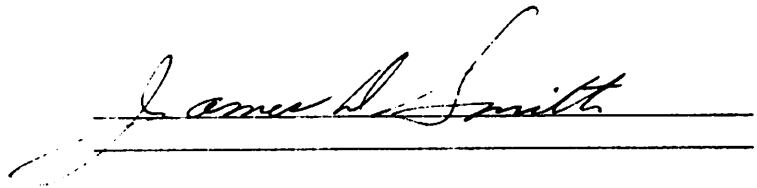
c. Ownership of a lot zoned or designated as a project, but not yet improved, or resubdivided as a project (whether such resubdivisions or divisions are accompanied by a subdivision map or by a recorded declaration) - one (1) vote.

d. Ownership of a resident project unit whether or not improved, but subdivided either by a map or by a recorded declaration - one (1) vote.

2. **Class II.** The Class II member shall be entitled to one (1) vote for each lot or unit owned by the Class II member prior to the initial conveyance of such lot or unit by the Class II member.

**C. Suspension of Membership and Voting Rights.** The rights of membership, including the right to vote, the right to participate in corporate affairs and the right to use the Common Areas, are subject to suspension by the Board for: (1) Failure or refusal to pay any assessment levied by the corporation for a period of thirty (30) days after the due date of such assessment; or (2) an infraction of, default in or breach of any provision of the Declaration, the Articles, the By-Laws or the Rules and Regulations of the corporation.

IN WITNESS WHEREOF, the undersigned incorporation of this corporation has made and signed these Articles of Incorporation this 24th day of September, 1979.



James R. Smith

**AFFIDAVIT OF ACCEPTANCE OF APPOINTMENT  
BY DESIGNATED REGISTERED AGENT**

TO THE STATE CORPORATION COMMISSION  
STATE OF NEW MEXICO

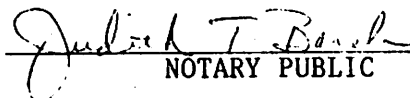
STATE OF NEW MEXICO        )  
  ) ss.  
COUNTY OF BERNALILLO    )

On this 24th day of September, 1979, before me, a Notary Public in and for the said State and County aforesaid, personally appeared Bill Chappel, Jr., who is to me known to be the person, and who, being duly sworn, acknowledged to me that he does hereby accept appointment as the Registered Agent of: The Tanoan Community Association, Inc., a New Mexico Non-Profit Corporation authorized to transact business in the State of New Mexico pursuant to the provisions of the Non-Profit Corporation Act of the State of New Mexico.

  
\_\_\_\_\_  
REGISTERED AGENT

By (I) \_\_\_\_\_  
\_\_\_\_\_ PRESIDENT

SUBSCRIBED AND SWORN TO before me on the day, month and year first above set forth.

  
\_\_\_\_\_  
NOTARY PUBLIC

My commission expires: May 6, 1980

NOTE: (1) If the Agent is a Corporation, then the Affidavit must be executed by the President or Vice President of the Corporation.